

Economic Development Authority of King William County

BY-LAWS

Article I Purpose and Scope

Section 1.1. Name. The King William County Board of Supervisors created a political subdivision of the commonwealth by ordinance on February 22, 1972, with such public and corporate powers as are set forth in the Industrial Development and Revenue Bond Act, constituting Code of Virginia, § 15.2-4900 et seq. Per King William County Code Sec. 22-32, the name of the political subdivision shall be the Economic Development Authority of King William County (“EDA”).

Section 1.2. Purpose. The purpose of creating the EDA is so that such EDA may acquire, own, lease, and dispose of properties to fulfill the EDA’s purpose. The purpose of the Authority is to (1) expand the non-residential tax base for the County; (2) promote economic development; (3) relieve conditions of unemployment and encourage new job positions in the County; (4) encourage the location of new industry, commerce, and business for a balanced economy in the County; (5) assist in the retention of existing business and industry in the County and increase their commerce; (6) encourage the retention, location, expansion, and new development of businesses owned by minorities, women, veterans, and persons with disabilities in the County; and (7) generally promote the economic health, welfare, and quality of life of the residents of the County and further the use of its agricultural products and natural resources; working in partnership with all County Boards, Committees, and Commissions including the Board of Supervisors and the Planning Commission.

Section 1.3. Compliance with Applicable Laws. The EDA shall observe and comply with all local, state, and federal laws which apply to the Authority, and shall conform to requirements of the Industrial Development and Revenue Bond Act contained in Chapter 49, Title 15.2, Code of Virginia, 1950, as amended (“the Act”).

Article II Directors

Section 2.1. Board of Directors. The EDA shall be governed by a Board of Directors (“Board” or “Directors”) of seven directors appointed by the King William County Board of Supervisors. The seven directors shall initially be appointed for terms of 1, 2, 3, and 4 years; two (2) being appointed for one (1)-year terms, two being appointed for two (2)-year terms, two (2) being appointed for three (3)-year terms, and three (3) being appointed to four (4)-year terms. Subsequent appointments shall be for terms of four (4) years. Each director shall, before entering upon the duties of office, take and subscribe the oath prescribed by Section 49-1 of the Code of Virginia, 1950, as amended. No director shall be an officer or employee of King William County.

Section 2.1.1. EDA Ex-Officio Members. The EDA shall allow up to three *ex-officio* members. These *ex-officios* shall be members of the Native American tribes within King William County. The *ex-officios* shall be allowed to participate on the EDA and any subcommittee of the EDA but shall not have any voting privileges for the EDA. Each *ex-officio* shall, before entering upon the duties of the position, take

and subscribe the oath prescribed by Section 49-1 of the Code of Virginia, 1950, as amended. No *ex-officio* shall be an officer or employee of King William County.

Section 2.2. Vacancies. If vacancies shall occur in the EDA Board, the Board of Supervisors shall appoint new directors to fill the vacancies for the unexpired term of said offices.

Section 2.3. Salaries. The directors shall receive no salary. However, at the discretion of the Board of Supervisors, directors may be paid such amounts as are necessary to cover the cost of attendance at meetings, mileage, and other such EDA-related expenses and costs. This may be paid at a rate determined by the Board of Supervisors.

Section 2.4. Powers. The Board shall have all the powers enumerated in the Act, and wherever a provision of these by-laws shall be in conflict with the Act, the provisions of the Act shall prevail.

Section 2.5. Liability. Neither the directors of the EDA nor any person executing any bonds issued by the EDA shall be liable personally by reason of the issuance thereof.

Section 2.6. Conduct of the Board. All directors are expected to conduct themselves in a professional and proper manner at all times. Directors are representatives of the citizens of King William County and may not bring discredit upon themselves, other Board members, their constituents, or their County at any time. Any board member who by their actions, statements, or behavior brings discredit upon other directors, the Board of Supervisors, County board or commission members, the County, or the citizens, or who discloses privileged information to any individual, organization, corporation, or the like may be punished by one or more of the following as determined by the Chair:

- Reprimand either verbally or in written form (censure)
- Fine by loss of stipend(s)
- Removal from an assigned committee

All disciplinary actions must be reviewed and approved by a majority of the Board and will include legal guidance from the County Attorney and possibly the Commonwealth's Attorney as required.

Section 2.7. Public Information Requirements. Any director receiving a citizen request for public information pursuant to the Virginia Freedom of Information Act (FOIA) shall forward the request to the County FOIA Officer who shall then handle the response. The FOIA Officer shall also copy the County Administrator and all other directors on the response. Directors are required to complete online FOIA training upon appointment and bi-annually thereafter and to provide proof of such training to the County Clerk.

Article III Officers

Section 3.1. Officers. The Board shall elect from its membership a Chair and a Vice-Chair and from its

membership or not, as they desire, a Secretary and a Treasurer, or a Secretary-Treasurer who shall continue to hold such office until their respective successors are elected. At meetings of the Board, the presiding officer shall preserve order and decorum. If the person elected and accepting the position of Secretary, Treasurer, or Secretary-Treasurer is not a member of the Board, such person shall be an *ex officio* officer of the EDA and not have a vote on any matter.

Section 3.2. Chair. The Chair shall preside at all meetings of the EDA and shall be authorized to sign all documents related to the EDA that require the signature of the Chair. The Chair shall be authorized to perform any duties as required by the laws of the Commonwealth of Virginia, by the laws of the County of King William ("the County"), or by the by-laws of the EDA and shall exercise such other powers and duties as shall be prescribed by the Board.

Section 3.3. Vice-Chair. The Vice-Chair shall, in the absence or disability of the Chair, exercise the powers and perform the duties of the Chair. The Vice-Chair shall also generally assist the Chair and exercise such other powers and duties as shall be prescribed by the Board.

Section 3.4. Secretary. The Secretary shall keep the minutes of all proceedings of the Board; the Secretary shall give all notices required under these by-laws; the Secretary shall affix the seal of the corporation to deeds, contracts, and other writings requiring a seal; and the Secretary shall have charge of the minute books of the EDA. The Secretary of the EDA shall keep detailed minutes of all meetings and proceedings. All such minutes shall be open to public inspection at all times at the office of the King William County Administrator. The Secretary may or may not, as the Board shall desire, be a member of the Board.

Section 3.5. Treasurer. The Treasurer shall have the custody of all funds, securities, evidence of debt, and other personal property of the EDA and shall deposit the same in such bank or trust company as shall be designated by the Board; the Treasurer shall issue checks and pay out money and take receipts therefore; the Treasurer shall receive payments made to the EDA and give receipts therefore; the Treasurer shall make regular and full entries in the books of the EDA of all transactions and make full and accurate account of all money received and paid out on account of the EDA; and the Treasurer shall arrange to have same audited following the end of each fiscal year. Copies of each audit shall be furnished to the Board of Supervisors of King William County, Virginia, and all such other persons as the Board may deem appropriate and shall be open to public inspection at the office of the County Finance Department. The fiscal year of the EDA shall begin on the first day of July and end on the last day of June next following. The Treasurer may or may not, as the Board shall desire, be a member of the Board. The Board may choose to elect a combined Secretary-Treasurer.

Section 3.5.1. Checks, Notes, Drafts and Other Legal Documents. Checks, notes, drafts and other legal documents shall be signed by such directors or officers as specified in the Act, these by-laws, or as the Board may, from time to time, authorize. The signature of any such person may be by facsimile when authorized by the Board.

Article IV Meetings

Section 4.1. Annual Meeting. A meeting of the EDA Board shall be held on the second Wednesday of January of each year at 6:30 p.m. in the Board Room of the County Administration Building located at 180 Horse Landing Road, King William, Virginia, unless otherwise stipulated in the meeting notice. The purpose of the annual meeting shall be the election of officers, the review of the affairs of the Authority for the preceding calendar year, and the transaction of any other business that might properly come before the Board. The Chair or the Board may modify the aforementioned annual meeting schedule due to inclement weather, the business requirements of the EDA, the availability of directors to attend said meetings, the availability of meeting facilities, or other cause.

Section 4.2. Regular Meetings. The regular meetings of the EDA Board shall be held on the second Wednesday of each month at 6:30 p.m. in the Board Room of the County Administration Building located at 180 Horse Landing Road, King William, Virginia, unless otherwise stipulated in the meeting notice. The Chair or the Board may modify the aforementioned regular meeting schedule due to inclement weather, the business requirements of the EDA, the availability of directors to attend said meetings, the availability of meeting facilities, or other cause.

Section 4.3. Special Meetings. Special meetings of the Board may be called by the Chair or Secretary with approval of the Chair or the Vice- Chair if the Chair is not available.

Section 4.4. Notice. Notice of the annual, regular, or special meetings shall be given to each director in writing at least three calendar days prior to such meetings, provided, however, that all such notices may be waived by a majority of the Board.

Section 4.5. Quorum. Four (4) members of the Board shall constitute a quorum of the Board for the purpose of conducting the EDA's business and exercising its powers and for all other purposes, except that no facilities owned by the EDA shall be leased or disposed of in a manner without a majority vote of all of the members of the Board. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all of the powers and perform all of the duties of the Board. (Code of Virginia §15.2-4904E)

Section 4.6. Voting. Except as otherwise required in these by-laws or by the Act, voting shall be by simple majority of those present at any duly constituted meeting of the Board. No director shall be allowed to vote by proxy at any meeting of the Board.

Section 4.6.1 Motions. No proposition for action by the Board shall be entertained by the Chair until a motion for the same has been duly made and seconded. The Chair may make or second a motion without vacating the Chair.

Section 4.7. Agenda and Meeting Format. It shall be the responsibility of each member of the Board to notify the Chair or such person as may be designated, of any matter which such member wishes to be included on a meeting agenda at least seven (7) calendar days prior to said meeting. Any matter not disposed

of at a meeting shall be included on the agenda of the next regular meeting. The format for all regular meetings of the Board shall be as follows:

- A. Call to Order
- B. Approval of Participation of Director(s) by Electronic Means (if necessary)
- C. Roll Call
- D. Review and Adoption of Meeting Agenda
- E. Approval of Minutes
- F. Public Hearings
- G. Presentations
- H. Treasurer's Report
- I. Chair's Report
- J. Unfinished Business
- K. New Business
- L. Citizen's Comment Period (not offered at Work Sessions)
- M. Closed Meeting (if needed)
- N. Adjourn or Recess

No matter not on the agenda shall be considered over the objection of one-half (1/2) or more of the members of the Board present. No matter not on the agenda shall be acted upon over the objection of any director present.

For any special meeting, the business to be discussed shall be stated in the call for such special meeting. No other business shall be discussed or acted upon over the objection of any member of the Board-present.

Section 4.8 Public Hearings and Citizen's Comment. During public hearings, speakers may address the Board only on matters pertaining to or germane to the issue for which the public hearing is being held. During citizen's comment periods, speakers may address matters which are not scheduled for public hearing and only such matters that are within the scope of the Board's authority. No speaker is to engage in political statements, personal attacks upon members of the Board, county employees or officials, or any other person, nor are speakers entitled to use abusive language.

At every public hearing and public comment period, speakers wishing to address the Board shall clearly state their name and district of residence. All speakers, except as hereinafter provided, shall limit their remarks to three (3) minutes. Speakers may not yield any unused portion of their speaking time to others. Each speaker shall be limited to one appearance at each public hearing and public comment period.

Section 4.9. Policy for Electronic Board Meetings and Remote Participation in Board Meetings. Except as provided hereafter, the Board does not conduct any meeting wherein the public business is discussed or transacted through telephonic, video, electronic, or other electronic communication means. This policy is applied strictly and uniformly, without exception, to the entire membership of the Board and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

For the purposes of this policy, “electronic communication” means the use of technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities to transmit or receive information.

- I. Quorum Physically Assembled: When a quorum of the Board is physically assembled, individual members of the Board may use remote participation to attend a meeting if
 - A. On or before the day of a meeting, the member of the Board notifies the chair that such member is unable to attend the meeting due to
 - i. a temporary or permanent disability or other medical condition that prevents the member’s physical attendance,
 - ii. a family member’s medical condition that requires the member to provide care for such family member thereby preventing the member’s physical attendance,
 - iii. the member’s principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting, or
 - iv. that such member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter; and
 - B. The Board approves the member’s participation by a majority vote of the members present at the primary or central meeting location based only on the criteria in this policy. If a Board member’s participation from a remote location is disapproved, such disapproval is recorded in the minutes with specificity.
 - C. Remote participation by Board members is subject to the following generally applicable requirements:
 - i. A quorum of the Board must be physically assembled at one primary or central meeting location;
 - ii. Participation by a Board member by electronic communication means due to a personal matter is limited each calendar year to two meetings or 25% of the meetings held per calendar year rounded up to the next whole number, whichever is greater.
 - iii. The Board must arrange for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
 - iv. The minutes of the meeting must reflect the following:
 - a. The remote location from which the member participated; however, the remote location need not

be open to the public and may be identified in the minutes by a general description.

- b. The fact that the member participated through electronic communication means due to (i) a temporary or permanent disability or other medical condition that prevented the member's physical attendance, (ii) a family member's medical condition that required the member to provide care for such family member, thereby preventing the member's physical attendance; (iii) the distance between the member's principal residence and the meeting location; or (iv) the specific nature of the personal matter cited by the member.

II. Quorum Not Physically Assembled

The Board may meet by electronic communication means without a quorum physically assembled at one location when the Governor has declared a state of emergency in accordance with Virginia Code § 44-146.17, or the King William County Board of Supervisors has declared a local state of emergency pursuant to Virginia Code § 44-146.21, provided: (1) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location; and (2) the purpose of the meeting is to provide for the continuity of operations of the Board or the discharge of its lawful purposes, duties, and responsibilities.

If the Board holds a meeting pursuant to this section, it shall:

1. Give public notice using the best available method given the nature of the emergency contemporaneously with the notice provided to members of the Board; and
2. Make arrangements for public access to the meeting through electronic communications means, including videoconferencing if already used by the Board; and
3. Provide the public with the opportunity to comment at those meetings when public comment is customarily received; and
4. State in the minutes of the meeting the nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held; and
5. Otherwise comply with the provisions of the Virginia Freedom of Information Act.

LEGAL REFERENCE: §§ 2.2-3701, 2.2-3707, 2.2-3708.2, 2.2-3708.3, 2.2-3710

Section 4.10 Attendance. The EDA acknowledges that, pursuant to Section 15.2-4904 of the Code of Virginia of 1950, as amended, a member of the Board may be removed from office by the King William County Board of Supervisors without limitation in the event that the member is absent from any three consecutive meetings of the EDA or is absent from any four meetings of the EDA within any 12-month period or upon unanimous vote of the King William County Board of Supervisors. In any such event, a successor shall be appointed by the King William County Board of Supervisors for the unexpired portion of the term of the member who has been removed. The

Secretary shall report any such absences to the King William County Board of Supervisors. The Secretary shall provide an annual report at the end of each fiscal year to the King William County Board of Supervisors reporting any such absences for any current members.

Article V Committees

Section 5.1. Executive Committee. The Board may designate, by resolution adopted by a majority of the directors, any two (2) of the directors to constitute an Executive Committee. The Executive Committee shall consider on behalf of the Board all matters brought to its attention when the Board is not in session during either a regular or special meeting. The Executive Committee shall act solely in an advisory capacity and shall not exercise any of the powers granted to the EDA or its officers pursuant to the Act or these by-laws. The Executive Committee shall report to the Board at the Board's next regularly scheduled meeting all matters considered by the Executive Committee. Any meetings attended by more than one member of the EDA is a Public Meeting and subject to the parameters of the Virginia Freedom of Information Act.

Section 5.2. Special Committees. The Board may appoint from time to time such other committees, consisting of no more than any two (2) of the directors, as it may deem necessary and expedient to promote the purposes of the Authority. Such committees shall be advisory only and shall not be empowered to act by or on behalf of the Authority. Any meetings attended by more than one member of the EDA is a Public Meeting and subject to the parameters of the Virginia Freedom of Information Act.

Article VI Prohibited Conduct

Section 6.1. Staff Direction. No member of the Board shall direct the staff of the County of King William to take any action in the name of the Board or the EDA without the prior approval of the full Board and with consent of the County Administrator.

Section 6.2. Confidential and Privileged Information. Documents, information, and discussions from a closed session, attorney-client privileged communication, and other confidential information shall not be disclosed without the approval of the Board. The Board may, in its discretion, sanction or censure a member for improper disclosure of confidential or privileged information. No recording device shall be used during any Closed Meeting of the Board.

Article VII Rules of Order

Section 7.1. Rules of Order. Roberts Rules of Order, newly revised or any subsequent edition thereof, specifically the rules applicable to procedures in small boards, shall govern all matters of procedure not specifically set forth in these by-laws or the Act.

Section 7.2. Rules and Regulations. The Board may adopt, amend, and modify from time to time such rules, regulations, or forms which it may deem necessary or expedient for the conduct and management of the affairs of the EDA and which shall not be inconsistent with the Act. The Secretary of the EDA shall maintain current copies of all rules, regulations, and forms adopted by the EDA, which shall be available for public inspection at all times at the

office of the King William County Administrator.

Article VIII Amendments

Section 8.1. Amendments. These by-laws may be amended by the Board at any meeting provided each director is given written notice at least ten (10) calendar days prior to the meeting which includes a copy of the proposed amendments. No amendment shall be adopted except by a two-thirds (2/3) majority vote of the members of the Board present and voting.

Article IX Adoption

Section 9.1 Adoption. The Board of Directors of the Economic Development Authority of King William County adopted these amended by-laws on February 8, 2023.

Section 9.2 Effective Date. These amended bylaws shall become effective on February 8, 2023 and shall remain in full force and effect until they are either amended or repealed by the Board.